

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-23538 (RDD)
Debtors.	)	(Jointly Administered)

**SUMMARY OF COMBINED MONTHLY AND TENTH INTERIM FEE APPLICATION  
OF KROLL RESTRUCTURING ADMINISTRATION LLC, AS ADMINISTRATIVE  
AGENT TO THE DEBTORS, FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES FOR (I) THE COMBINED MONTHLY FEE PERIOD FROM  
JANUARY 1, 2022 THROUGH FEBRUARY 28, 2022 AND (II) THE  
INTERIM FEE PERIOD OF NOVEMBER 1, 2021 THROUGH FEBRUARY 28, 2022**

Name of Applicant: Kroll Restructuring Administration LLC<sup>2</sup>

Authorized to Provide Services as: Administrative Agent

Date of Retention: November 19, 2018 *nunc pro tunc* to October 15, 2018

Combined Monthly Period for Which Compensation and Reimbursement is Sought: January 1, 2022 through February 28, 2022 (“**Monthly Fee Period**”)

<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Effective March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC. There has not been any change in the company’s leadership, ownership, or organizational structure.

Amount of Compensation Sought as Actual, \$1,529.77  
Reasonable and Necessary During the Monthly  
Period:

Amount of Expense Reimbursement Sought \$0.00  
During the Monthly Period:

Interim Period for Which Compensation and November 1, 2021 through February 28, 2022  
Reimbursement is Sought: (“**Interim Fee Period**”)

Amount of Compensation Sought as Actual, \$4,233.05  
Reasonable and Necessary During the Interim  
Period:

Amount of Expense Reimbursement Sought \$0.00  
During the Monthly Period:

**Total Amount of Fees and Expense  
Reimbursement Sought as Actual,  
Reasonable and Necessary: \$4,233.05**

**Total Amount Sought to Be  
Paid at This Time: \$2,070.43**

This is an:   X   monthly   X   interim            final application.

**Prior Interim Fee Applications**

DATE FILED; ECF NO.	PERIOD COVERED	REQUESTED		PAID OR TO BE PAID	
		Fees	Expenses	Fees (100%)	Expenses (100%)
4/15/19; Docket No. 3196	10/15/18 – 2/28/19	\$981.75	\$0.00	\$981.75	\$0.00
8/14/19; Docket No. 4840	3/1/19 – 6/30/19	\$30,579.85	\$0.00	\$30,579.85	\$0.00
12/13/19 Docket No. 6214	7/1/19 – 10/31/19	\$446,260.50	\$4,801.46	\$446,260.50	\$4,801.46
4/14/20 Docket No. 7814	11/1/19 – 2/29/20	\$199,823.43	\$813.47	\$199,823.43	\$813.47
8/14/20; Docket No. 8377	3/1/20 – 6/30/20	\$4,409.78	\$0.00	\$4,409.78	\$0.00
12/15/20; Docket No. 9185	7/1/20 – 10/31/20	\$15,731.87	\$70.00	\$15,731.87	\$70.00
4/14/21; Docket No. 9409	11/1/20 – 2/28/21	\$4,944.75	\$70.00	\$4,944.75	\$70.00
8/13/21; Docket No. 9736	3/1/21 – 6/30/21	\$4,473.58	\$70.00	\$4,473.58	\$70.00

12/15/21; Docket No. 10162	7/1/21 – 10/31/21	\$14,162.46	\$0.00	\$14,162.46	\$0.00
<b>TOTAL</b>		<b>\$721,367.97</b>	<b>\$5,824.93</b>	<b>\$721,367.97</b>	<b>\$5,824.93</b>

**Prior Monthly Fee Statements Filed During the Interim Fee Period**

<b>Date Filed; Docket No.</b>	<b>Period Covered</b>	<b>Requested</b>		<b>Approved</b>		<b>Holdback (20%)</b>
		<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>	
12/29/21; Docket No. 10181	11/1/21- 11/30/21	\$1,214.44 (payment of 80% or \$971.55)	\$0.00	\$971.55 (80% of \$1,214.44)	\$0.00	\$242.89
1/28/22; Docket No. 10269	12/1/21- 12/31/21	\$1,488.84 (payment of 80% or \$1,191.07)	\$0.00	\$971.55 (80% of \$1,191.07)	\$0.00	\$225.52

**Summary of Hours Billed by Kroll Employees During the Monthly Fee Period**

<b>Kroll Employee</b>	<b>Position of the Applicant</b>	<b>Total Hours</b>	<b>Hourly Rate<sup>3</sup></b>	<b>Total Fees Requested</b>
Brunswick, Gabriel	Director	1.50	\$292.80	\$439.20
Bitman, Oleg	Director	0.50	\$266.20	\$133.10
Porter, Christine C	Director	4.80	\$266.20	\$1,277.76
Sugarman, Jason	Consultant	1.80	\$186.30	\$335.34
<b>TOTAL</b>		<b>8.60</b>		<b>\$2,185.40<sup>4</sup></b>
	<b>BLENDED RATE</b>		<b>\$254.12</b>	

**Summary of Hours Billed by Subject Matter During the Monthly Fee Period**

<b>Matter Description</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
Disbursements	7.10	\$1,746.20
Retention / Fee Application	1.50	\$439.20
<b>TOTAL</b>	<b>8.60</b>	<b>\$2,185.40<sup>5</sup></b>

**Summary of Expenses Incurred During the Monthly Fee Period**

<b>Description</b>	<b>Total</b>
N/A	\$0.00
<b>TOTAL</b>	<b>\$0.00</b>

<sup>3</sup> Kroll's hourly rates increased on January 1, 2022 in accordance with the terms of its retention.

<sup>4,5</sup> This amount has been discounted to \$4,233.05 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$177.88.

**Summary of Hours Billed by Kroll Employees During the Interim Fee Period**

<b>Kroll Employee</b>	<b>Position of the Applicant</b>	<b>Total Hours</b>	<b>Hourly Rate<sup>6</sup></b>	<b>Total Fees Requested</b>
Johnson, Craig	Director of Solicitation	0.20	\$290.40	\$58.08
Brunswick, Gabriel	Director	1.50	\$292.80	\$439.20
Bitman, Oleg	Director	0.50	\$266.20	\$133.10
Brunswick, Gabriel	Director	1.60	\$266.20	\$425.92
Porter, Christine C	Director	4.80	\$266.20	\$1,277.76
Bitman, Oleg	Senior Consultant	0.50	\$235.90	\$117.95
Porter, Christine C	Senior Consultant	9.50	\$235.90	\$2,241.05
Pollard, Jonathan	Consultant	1.00	\$205.70	\$205.70
Sugarman, Jason	Consultant	1.80	\$186.30	\$335.34
Sugarman, Jason	Consultant	4.80	\$169.40	\$813.12
<b>TOTAL</b>		<b>26.20</b>		<b>\$6,047.22<sup>7</sup></b>
	<b>BLENDED RATE</b>		<b>\$230.81</b>	

**Summary of Hours Billed by Subject Matter During the Interim Fee Period**

<b>Matter Description</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
Disbursements	22.10	\$4,976.40
Retention / Fee Application	4.10	\$1,070.82
<b>TOTAL</b>	<b>26.20</b>	<b>\$6,047.22<sup>8</sup></b>

**Summary of Expenses Incurred During the Interim Fee Period**

<b>Description</b>	<b>Total</b>
N/A	\$0.00
<b>TOTAL</b>	<b>\$ 0.00</b>

*[Remainder of page intentionally left blank]*

<sup>6</sup> Kroll's hourly rates increased on January 1, 2022 in accordance with the terms of its retention. Additionally, certain Kroll employees were promoted during the Interim Fee Period. Certain employees are thus listed at their former and current billing rates, as applicable.

<sup>7, 8</sup> This amount has been discounted to \$4,233.05 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$161.57.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-23538 (RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	

**COMBINED MONTHLY AND TENTH INTERIM FEE APPLICATION OF  
KROLL RESTRUCTURING ADMINISTRATION LLC, AS ADMINISTRATIVE  
AGENT TO THE DEBTORS, FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES FOR (I) THE COMBINED MONTHLY FEE PERIOD FROM  
JANUARY 1, 2022 THROUGH FEBRUARY 28, 2022 AND (II) THE INTERIM  
FEE PERIOD OF NOVEMBER 1, 2021 THROUGH FEBRUARY 28, 2022**

Kroll Restructuring Administration LLC (“**Kroll**”),<sup>2</sup> administrative agent to Sears Holdings Corporation and certain of its affiliates as debtors and debtors in possession (collectively, the “**Debtors**”), files this combined monthly and tenth interim fee application (the “**Application**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule

---

<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Effective March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC. There has not been any change in the company’s leadership, ownership, or organizational structure.

2016-1 of the Local Rules (the “**Local Bankruptcy Rules**”) of the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the “**Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for (a) the combined monthly period from January 1, 2022 through February 28, 2022 (the “**Monthly Fee Period**”) and (b) the interim period from November 1, 2021 through February 28, 2022 (the “**Interim Fee Period**”). In support of the Application, Kroll respectfully represents as follows:

#### **Jurisdiction**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Compensation Order.

#### **Background**

3. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An

official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On April 22, 2019, the Court entered an order appointing an independent fee examiner [Docket No. 3307].

#### **Retention of Kroll**

4. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and retain Kroll (under its former name of Prime Clerk LLC) as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

#### **Relief Requested**

5. By this Application, Kroll seeks allowance on an interim basis of compensation for professional services rendered to the Debtors during: (a) the Monthly Fee Period in the aggregate amount of \$1,529.77 and for reimbursement of actual and necessary expenses incurred in connection with the rendering of such services in the aggregate amount of \$0.00; and (b) the Interim Fee Period in the aggregate amount of \$4,233.05, and for reimbursement of actual and necessary expenses incurred in connection with the rendering of such services in the aggregate amount of \$0.00, for a total aggregate amount of \$4,233.05 during the Interim Fee Period. Itemized invoices for the Interim Fee Period are attached hereto as **Exhibit A**.

#### **Monthly Compensation**

6. Pursuant to the Compensation Order, Kroll has previously submitted a description of the hours it spent rendering services to the Debtors during the Interim Fee Period and a request for allowance and payment of fees and expenses related to such services in its (i) *Monthly Fee*

*Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Period from November 1, 2021 through November 30, 2021* [Docket No. 10181], and (ii) *Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Period from December 1, 2021 through December 31, 2021* [Docket No. 10269], (each, a “**Monthly Fee Statement**,” and collectively, the “**Monthly Fee Statements**”). In addition, Kroll incurred fees during the Monthly Fee Period in the amount of \$1,529.77 on account of reasonable and necessary professional services rendered to or on behalf of the Debtors by Kroll and \$0.00 of actual and necessary costs and expenses.

7. All services for which compensation has been requested by Kroll during the Interim Fee Period were performed for or on behalf of the Debtors. The fees and disbursements sought by this Application do not include any fees or disbursements that have been sought for services provided by Kroll under the Notice and Claims Agent Retention Order,<sup>3</sup> which provides for separate procedures for the payment of such fees and disbursements. Similarly, no fees or disbursements for services provided to the Debtors under the Notice and Claims Agent Retention Order has been sought by the Monthly Fee Statements or is being sought hereby.

8. Lastly, except to the extent of the advance paid to Kroll (as described in the Prime Clerk LLC Engagement Letter between Kroll (under its former name) and the Debtors) and payment of the fees and disbursements sought in the Monthly Fee Statements, Kroll has neither sought nor received any payment or promises for payment from any source during the Interim Fee Period in connection with the matters described in this Application. Also, there is no agreement or understanding between Kroll and any other person, other than the affiliates, partners, managers,

---

<sup>3</sup> The Notice and Claims Agent Retention Order is that certain *Order Pursuant to 11 U.S.C. § 105(a), 28 U.S.C. § 156(c), and Local Rule 5075-1 Appointing Prime Clerk LLC as Claims and Noticing Agent for the Debtors*, entered by the Court on October 16, 2018 [Docket No. 113].

directors and employees of Kroll, for sharing of the compensation to be received for services rendered to the Debtors in these chapter 11 cases.

**Summary of Professional Services Rendered**

9. The professional services that Kroll rendered during the Interim Fee Period are grouped by subject matter and summarized as follows:

- **Disbursements**

Fees: \$4,976.40;<sup>4</sup> Hours: 22.10

Disbursements services provided included: (i) conferring and coordinating among the Kroll case team, Debtors' counsel, and the Debtors' financial advisor regarding distributions; (ii) preparing and executing supplemental distributions by both check and wire payment; and (iii) performing quality assurance reviews of the distribution files.

- **Retention / Fee Application**

Fees: \$1,070.82; Hours: 4.10

Retention / Fee Application services provided included drafting, revising and finalizing the Monthly Fee Statements and Kroll's ninth interim fee application filed at Docket No. 10162.

**Summary of Expenses Incurred**

10. In rendering the services described herein, Kroll did not incur any actual and necessary expenses during the Interim Fee Period (including the Monthly Fee Period).

**Kroll's Requested Fees and  
Reimbursement of Expenses Should Be Allowed by this Court**

11. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual,

---

<sup>4</sup> All fee amounts indicated in paragraph 9 do not reflect the applied discount.

necessary services rendered ... and reimbursement for actual, necessary expenses.” 11 U.S.C. §

330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by Kroll are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

13. In addition, Kroll’s hourly rates are set at a level designed to fairly compensate Kroll for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

14. Lastly, Kroll maintains computerized records of the time spent by employees of Kroll in connection with its role as administrative agent to the Debtors. **Exhibit A** hereto:

(i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, lists the amount and type of expenses incurred.

**Allowance of Compensation and Reimbursement of Expenses**

15. Kroll requests that it be allowed, on an interim basis, compensation for professional services rendered and reasonable and necessary expenses incurred during the Interim Fee Period in the aggregate amount of \$14,162.46 and \$0.00, respectively, for a total aggregate amount of \$14,162.46. It is possible that some time expended or expenses incurred during the Interim Fee Period are not reflected in this Application. Kroll reserves the right to include such amounts in future fee applications.

**Certification of Compliance and Waiver**

16. The undersigned has reviewed the requirements of Rule 2016-1 of the Local Rules and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-1, Kroll believes that such deviations are not material and respectfully requests that any such requirements be waived.

**Notice**

17. Pursuant to the Compensation Order, this Application will be served upon the Fee Notice Parties (as defined in the Compensation Order). Kroll submits, in light of the relief requested, no other or further notice is necessary.

**Conclusion**

WHEREFORE, Kroll respectfully requests that the Court enter an order: (i) granting Kroll interim allowance of compensation for professional services rendered in the aggregate amount of \$4,233.05, which represents 100% of the total compensation for professional services rendered by Kroll during the Interim Fee Period; (ii) granting Kroll reimbursement of \$0.00 for 100% of the actual and necessary costs and expenses incurred by Kroll during the Interim Fee Period; (iii) authorizing and directing the Debtors to pay Kroll \$4,233.05 (less any amounts previously paid) for professional services rendered and for actual and necessary expenses; and (iv) granting such other and further relief as is just and proper.

Dated: April 14, 2022  
New York, New York

/s/ Shira D. Weiner  
Shira D. Weiner  
General Counsel  
Kroll Restructuring Administration LLC  
55 East 52nd Street, 17th Floor  
New York, NY 10055  
Phone: (212) 257-5450  
shira.weiner@kroll.com

*Administrative Agent to the Debtors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-23538 (RDD)
Debtors.	)	(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF  
COMBINED MONTHLY AND TENTH INTERIM FEE APPLICATION OF KROLL  
RESTRUCTURING ADMINISTRATION LLC, AS ADMINISTRATIVE AGENT  
TO THE DEBTORS, FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES FOR (I) THE COMBINED MONTHLY FEE PERIOD FROM  
JANUARY 1, 2022 THROUGH FEBRUARY 28, 2022 AND (II) THE  
INTERIM FEE PERIOD OF NOVEMBER 1, 2021 THROUGH FEBRUARY 28, 2022**

I, Shira D. Weiner, hereby certify that:

1. I am the General Counsel to Kroll Restructuring Administration LLC (“**Kroll**”),<sup>2</sup> administrative agent to Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Effective March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC. There has not been any change in the company’s leadership, ownership, or organizational structure.

2. This certification is made in respect of Kroll's compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective as of February 5, 2013 (as adopted by General Order M-447) (the "**Local Guidelines**"), and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 effective January 30, 1996 (the "**UST Guidelines**" together with the Local Guidelines, the "**Fee Guidelines**"), in connection with Kroll's interim fee application (the "**Application**") for allowance and approval of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for (a) the combined monthly period from January 1, 2022 through February 28, 2022 (the "**Monthly Fee Period**") and (b) the interim period from November 1, 2021 through February 28, 2022 (the "**Interim Fee Period**").

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought fall within the Fee Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Kroll and generally accepted by Kroll's clients; and
- (d) in seeking the reimbursement of expenses described in the Application, Kroll did not make a profit on those services, whether performed by Kroll in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that Kroll has provided the U.S. Trustee, the Debtors and their attorneys, and counsel to the Official Committee of

Unsecured Creditors (the “**Committee**”) with a statement of Kroll’s fees and expenses accrued during the Interim Fee Period.

5. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, its attorneys, counsel to the Committee and the U.S. Trustee are each being provided with a copy of the Application.

6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 14, 2022  
New York, New York

/s/ Shira D. Weiner  
Shira D. Weiner  
General Counsel  
Kroll Restructuring Administration LLC  
55 East 52nd Street, 17th Floor  
New York, NY 10055  
Phone: (212) 257-5450  
shira.weiner@kroll.com

*Administrative Agent to the Debtors*

**Exhibit A**

**Fee Detail**



**Hourly Fees by Employee through November 2021**

<b><u>Initial</u></b>	<b><u>Employee Name</u></b>	<b><u>Title</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Total</u></b>
JSU	Sugarman, Jason	CO - Consultant	2.60	\$169.40	\$440.44
JPO	Pollard, Jonathan	CO - Consultant	0.50	\$205.70	\$102.85
CHP	Porter, Christine C	SC - Senior Consultant	4.60	\$235.90	\$1,085.14
GB	Brunswick, Gabriel	DI - Director	0.40	\$266.20	\$106.48
<b>TOTAL:</b>			<b>8.10</b>		<b>\$1,734.91</b>

**Hourly Fees by Task Code through November 2021**

<b><u>Task Code</u></b>	<b><u>Task Code Description</u></b>	<b><u>Hours</u></b>	<b><u>Total</u></b>
DISB	Disbursements	7.20	\$1,525.58
RETN	Retention / Fee Application	0.90	\$209.33
<b>TOTAL:</b>		<b>8.10</b>	<b>\$1,734.91</b>

Sears Holdings Corporation

Page 2

Invoice #: 17017

**Time Detail**

<b><u>Date</u></b>	<b><u>Emp</u></b>	<b><u>Title</u></b>	<b><u>Description</u></b>	<b><u>Task</u></b>	<b><u>Hours</u></b>
11/01/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.20
11/01/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.30
11/03/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.30
11/04/21	CHP	SC	Coordinate checks and wire payment from distribution account	Disbursements	0.80
11/04/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.80
11/05/21	CHP	SC	Confer and correspond with T. Coletta (M-III) re wire payment	Disbursements	0.10
11/05/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.20
11/08/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.30
11/19/21	CHP	SC	Confer and correspond with M. Korycki (M-III) re TIN email outreach	Disbursements	0.20
11/19/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.30
11/22/21	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.40
11/23/21	CHP	SC	Confer and correspond with M. Korycki (M-III) re payments	Disbursements	0.20
11/23/21	CHP	SC	Prepare and pull checks per M-III request	Disbursements	0.20
11/23/21	CHP	SC	Prepare and pull email addresses for creditors who have been paid this year	Disbursements	1.40
11/23/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.50
11/24/21	CHP	SC	Coordinate check payments from distribution account	Disbursements	0.50
11/24/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.20
11/29/21	CHP	SC	Coordinate check payments from distribution account	Disbursements	0.20
11/30/21	CHP	SC	Coordinate check payments from distribution account	Disbursements	0.30
11/30/21	JPO	CO	Review and file monthly fee statement	Retention / Fee Application	0.50
11/30/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.20
<b>Total Hours</b>					<b>8.10</b>



**Hourly Fees by Employee through December 2021**

<b><u>Initial</u></b>	<b><u>Employee Name</u></b>	<b><u>Title</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Total</u></b>
JSU	Sugarman, Jason	CO - Consultant	2.20	\$169.40	\$372.68
JPO	Pollard, Jonathan	CO - Consultant	0.50	\$205.70	\$102.85
OB	Bitman, Oleg	SC - Senior Consultant	0.50	\$235.90	\$117.95
CHP	Porter, Christine C	SC - Senior Consultant	4.90	\$235.90	\$1,155.91
GB	Brunswick, Gabriel	DI - Director	1.20	\$266.20	\$319.44
CJ	Johnson, Craig	DS - Director of Solicitation	0.20	\$290.40	\$58.08
<b>TOTAL:</b>			<b>9.50</b>		<b>\$2,126.91</b>

**Hourly Fees by Task Code through December 2021**

<b><u>Task Code</u></b>	<b><u>Task Code Description</u></b>	<b><u>Hours</u></b>	<b><u>Total</u></b>
DISB	Disbursements	7.80	\$1,704.62
RETN	Retention / Fee Application	1.70	\$422.29
<b>TOTAL:</b>		<b>9.50</b>	<b>\$2,126.91</b>

Sears Holdings Corporation

Page 2

Invoice #: 17255

**Time Detail**

<b><u>Date</u></b>	<b><u>Emp</u></b>	<b><u>Title</u></b>	<b><u>Description</u></b>	<b><u>Task</u></b>	<b><u>Hours</u></b>
12/01/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.20
12/02/21	GB	DI	Draft interim fee application	Retention / Fee Application	0.80
12/02/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.40
12/03/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.40
12/07/21	CHP	SC	Quality assurance review on distribution address	Disbursements	0.40
12/08/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.40
12/10/21	CHP	SC	Confer and correspond with M. Korycki (M-III Partners) re W-9's	Disbursements	0.30
12/14/21	CHP	SC	Coordinate check payments from distribution account	Disbursements	0.30
12/14/21	CHP	SC	Confer and correspond with A. Detrick (M-III) re distribution account	Disbursements	0.20
12/14/21	CHP	SC	Confer and correspond with C. McMahan (Evolve) re 1099s	Disbursements	0.20
12/14/21	CHP	SC	Confer and correspond with C. McMahan (Evolve) re distribution account balance	Disbursements	0.20
12/14/21	CHP	SC	Confer and correspond with M. Korycki (M-III) re 1099s	Disbursements	0.70
12/14/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.20
12/14/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.40
12/15/21	CHP	SC	Coordinate check payments from distribution account	Disbursements	0.40
12/15/21	CHP	SC	Confer and correspond with M. Korycki (M-III) re W-9 solicitation	Disbursements	0.20
12/15/21	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.40
12/15/21	JPO	CO	Review and file ninth interim fee application	Retention / Fee Application	0.50
12/15/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.20
12/16/21	CHP	SC	Coordinate check payments from distribution account	Disbursements	0.50
12/16/21	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.60
12/17/21	CHP	SC	Coordinate check payments from distribution account	Disbursements	0.40
12/17/21	CJ	DS	Confer with S. Kesler, T. Archbell, R. Allen, C. Porter and O. Bitman (Prime Clerk) re status of distribution preparations for emergence in 2022	Disbursements	0.20
12/17/21	OB	SC	Confer with C. Johnson, S. Kesler, T. Archbell, R. Allen, and C. Porter (Prime Clerk) re status of distribution preparations in connection with scheduled emergence in 2022	Disbursements	0.30
12/21/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.20
12/23/21	CHP	SC	Coordinate check payments from distribution account	Disbursements	0.30
12/23/21	OB	SC	Review emails and documents related to distributions	Disbursements	0.20

Sears Holdings Corporation

Page 3

Invoice #: 17255

---

**Total Hours**

**9.50**



**Hourly Fees by Employee through January 2022**

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
JSU	Sugarman, Jason	CO - Consultant	1.50	\$186.30	\$279.45
CHP	Porter, Christine C	DI - Director	3.00	\$266.20	\$798.60
GB	Brunswick, Gabriel	DI - Director	1.50	\$292.80	\$439.20
<b>TOTAL:</b>			<b>6.00</b>		<b>\$1,517.25</b>

**Hourly Fees by Task Code through January 2022**

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	4.50	\$1,078.05
RETN	Retention / Fee Application	1.50	\$439.20
<b>TOTAL:</b>		<b>6.00</b>	<b>\$1,517.25</b>

Sears Holdings Corporation

Page 2

Invoice #: 17477

---

**Time Detail**

<b><u>Date</u></b>	<b><u>Emp</u></b>	<b><u>Title</u></b>	<b><u>Description</u></b>	<b><u>Task</u></b>	<b><u>Hours</u></b>
01/04/22	CHP	DI	Confer and correspond with A. Detrick (M-III) and C. McMahan (Evolve) re distribution check	Disbursements	0.20
01/07/22	CHP	DI	Coordinate check payment from distribution account	Disbursements	0.20
01/07/22	CHP	DI	Coordinate wire payment from distribution account	Disbursements	0.20
01/10/22	CHP	DI	Coordinate check payment from distribution account	Disbursements	0.20
01/10/22	CHP	DI	Coordinate wire payment from distribution account	Disbursements	0.30
01/10/22	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.30
01/11/22	CHP	DI	Confer and correspond with A. Detrick (M-III) re account balance	Disbursements	0.10
01/11/22	CHP	DI	Coordinate check payments from distribution account	Disbursements	0.30
01/13/22	CHP	DI	Coordinate check payments from distribution account	Disbursements	0.20
01/13/22	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.30
01/14/22	CHP	DI	Confer and correspond with M. Korycki (M-III) re funds	Disbursements	0.20
01/14/22	CHP	DI	Coordinate wire payment from distribution account	Disbursements	0.40
01/14/22	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.20
01/20/22	CHP	DI	Coordinate check payment from distribution account	Disbursements	0.30
01/20/22	GB	DI	Attend interim fee application hearing	Retention / Fee Application	0.80
01/20/22	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.20
01/21/22	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.70
01/26/22	CHP	DI	Coordinate check payments from distribution account	Disbursements	0.30
01/26/22	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.30
01/27/22	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.20
01/31/22	CHP	DI	Confer and correspond with A. Detrick (M-III) re returned check	Disbursements	0.10
<b>Total Hours</b>					<b>6.00</b>



**Hourly Fees by Employee through February 2022**

<b><u>Initial</u></b>	<b><u>Employee Name</u></b>	<b><u>Title</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Total</u></b>
JSU	Sugarman, Jason	CO - Consultant	0.30	\$186.30	\$55.89
OB	Bitman, Oleg	DI - Director	0.50	\$266.20	\$133.10
CHP	Porter, Christine C	DI - Director	1.80	\$266.20	\$479.16
<b>TOTAL:</b>			<b>2.60</b>		<b>\$668.15</b>

**Hourly Fees by Task Code through February 2022**

<b><u>Task Code</u></b>	<b><u>Task Code Description</u></b>	<b><u>Hours</u></b>	<b><u>Total</u></b>
DISB	Disbursements	2.60	\$668.15
<b>TOTAL:</b>		<b>2.60</b>	<b>\$668.15</b>

Sears Holdings Corporation

Page 2

Invoice #: 17700

### Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
02/01/22	CHP	DI	Coordinate check payment from distribution account	Disbursements	0.20
02/02/22	CHP	DI	Coordinate check payment from distribution account	Disbursements	0.30
02/03/22	JSU	CO	Coordinate check payments from distribution account	Disbursements	0.30
02/10/22	CHP	DI	Confer and correspond with C. McMahan (Evolve) and W. Murphy (M-III) re distributions	Disbursements	0.20
02/15/22	CHP	DI	Confer and correspond with W. Murphy (M-III) re withholding payments	Disbursements	0.10
02/16/22	CHP	DI	Prepare for and participate in telephone conference with W. Murphy and M. Korycki (M-III) re withholding payments	Disbursements	0.20
02/16/22	CHP	DI	Confer and correspond with W. Murphy and M. Korycki (M-III) re withholding payments	Disbursements	0.20
02/16/22	CHP	DI	Confer and correspond with D. Malo and B. Steele (Prime Clerk) re withholding payments	Disbursements	0.40
02/16/22	OB	DI	Review emails and documents related to distributions	Disbursements	0.20
02/17/22	OB	DI	Review emails and documents related to distributions	Disbursements	0.30
02/25/22	CHP	DI	Confer and correspond with W. Murphy (M-III) re upcoming distribution	Disbursements	0.20
<b>Total Hours</b>					<b>2.60</b>